

Russell Mill Swim & Tennis Club By-Laws

Effective May 15, 2009

Article 1: Governance

Section 1.0 Name

The name of the organization shall be Russell Mill Swim and Tennis Club, Inc. (RMSTC), a non-profit corporation organized under the general laws of the Commonwealth of Massachusetts.

Section 1.1 Objectives and Philosophy

The objectives of the RMSTC are to encourage and promote family oriented sports and social activities.

Section 1.2 General Operations and Management

1. The operation of the corporation shall be in accordance with these by-laws and the general laws of the Commonwealth of Massachusetts.
2. The Corporation shall be managed by a board of directors (BOD) who shall have the responsibility for managing the business affairs of the corporation and for ensuring that the objectives of the RMSTC are pursued.

Section 1.3 Governing Regulations

1. All meetings of the corporation shall be conducted in accordance with Robert's Rules of Order.
2. All rules and by-laws pertaining to the operation of the corporation will conform to all safety, health, and other statutory requirements of the Town, State and Federal Government.
3. The Board of Directors shall determine any question as to the meaning for proper interpretation of any of the provisions of these by-laws. Such determination may be overruled by a majority of bonded members at a general membership meeting.

Section 1.4 Indemnifications

1. Each person who acts as a Director or Officer of the corporation shall be indemnified by the corporation against expenses actually incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the corporation, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Corporation in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties. The Board of Directors shall set a limit to the amount of indemnification and provide a mechanism to indemnify the Corporation's Directors.
2. The right of indemnification provided herein shall inure to each director and officer referred to in (a) whether or not he/she is such Director or Officer at the time such costs or expenses are imposed or incurred, and (b) in the event of his/her death shall extend to his legal representatives.

Article 2: Membership

Section 2.0 Membership Year

The membership year shall run from April 16 until April 15 of the following year.

Section 2.1 Definitions

1. Seasonal Membership- A membership unit lasting for one membership year.
2. Single- An individual at least 12 years of age, as of April 16.
3. Family- A head of household, spouse and dependents living at a single residence.
4. Age- The age of the individual at the start of the membership year.
5. Bond Owning- A membership unit that has purchased a bond of the Corporation.
6. Active- A membership unit that is current in its financial obligations to the Corporation.
7. Inactive- A bond owning membership unit which has been granted a temporary 1 year suspension of dues and has relinquished all privileges to use the facilities of the Corporation.
8. Honorary Membership- A membership unit carrying no financial obligations to the corporation.
9. Sustaining - A membership for either a family or single whereby the participant has been a bonded member of RMSTC for 15 contiguous years and the oldest child is over 18.
10. Chelmsford High School Swim and Dive Team and Tennis Team - A specific membership provided to CHS swim and dive team and tennis team members. Provides for participation in the swim, dive and tennis team functions (practice and meets).
11. August - A membership authorized for those on the RMSTC wait list from August 1st until the club closes.

Section 2.2 Membership Units

The RMSTC membership shall consist of the following units:

1. Bond owning family membership
2. Bond owning single membership
3. Seasonal family membership
4. Seasonal single membership
5. Honorary membership
6. Sustaining membership
7. August membership
8. Chelmsford Swim and Dive Team and Tennis Team membership

Section 2.3 Applications

Once the maximum membership set by the Board of Directors (BOD) for a given membership year has been attained, the BOD shall maintain a waiting list of approved applicants. An opening in the membership shall be filled by seniority on said waiting list.

Section 2.4 Waiting List

Potential new members will be selected according to position on waiting list.

Section 2.5 Rights and Privileges

1. Single memberships units shall have the same right and privileges as those accorded family memberships.
2. Only bond owning members, whether active or inactive, shall have voting rights in the business affairs of the Corporation. Each bond owning membership unit is entitled to one (1) vote.

3. Only active bond owning members (as defined in Section 2.15 & 6) shall be eligible to hold a position on the BOD.
4. Seasonal members shall be eligible to hold a position on any committee.
5. Active membership units shall have the privilege of using the facilities of the Corporation during the published operating hours.

Section 2.6 Inactive Status

Any bond owning membership unit may request and, upon approval of the BOD, be placed upon inactive status. If the number of units on inactive status equals or exceeds the number of units required for a quorum, the BOD may terminate the membership units which have been on inactive status for the longest period of time until the units on inactive status no longer constitute a potential quorum.

Any Seasonal Membership unit may request and, upon the approval of the BOD, be placed on inactive status for no more than one year.

Section 2.7 Membership Approval

Membership takes effect upon approval by the BOD.

Section 2.8 Honorary Members

1. The BOD at a general membership meeting may propose for election, the name of any person who may have rendered the club important services or benefits, or whom for any reason they see fit to honor.
2. The election of honorary members shall be by voice vote and four-fifths of the whole number of votes cast shall be necessary to elect.
3. Honorary members, unless bonded, shall be accorded the privilege of attending all corporate meetings in a non-voting capacity.
4. Honorary membership privileges will be extended until youngest child, on record at that time, turns 16. Membership can be extended further only with BOD approval.
5. The BOD reserves the right to terminate honorary membership privileges based on a change in status of the member: to include but not be limited to: moves out of town, remarries, becomes inactive, etc.

Section 2.9 Claims

The Corporation assumes no responsibility, and members and their guests can have no claim against the Corporation for any accident or injury to any person or their property.

Section 2.10 Suspension

Any member may, for just cause and after the opportunity of a hearing, be suspended for a period not to exceed three months by a five-sevenths vote of the BOD, or expelled by a unanimous vote of the BOD. Expulsion shall include termination of the membership unit. Cause for suspension or expulsion shall consist of violation of these bylaws, or the rules of the Corporation, detrimental conduct or violation of Section 6.7.

Article 3: Management

Section 3.0 Board of Directors

The BOD shall consist of six officers: President, Vice President, Treasurer, Clerk, Director of Operations and Past President or Director at Large if Past President is unwilling or unable to serve.

Section 3.1 Nominating Process

By June 1st of each year, the president shall appoint a Nominating Committee, consisting of no less than three bonded members, at least one of which shall not be a current year member of the BOD.

The Nominating Committee shall publicize the open board positions, identify and nominate candidates, and publicize the nominations to the membership. The Nominating Committee shall follow the guidelines in the "Russell Mill Election Procedures" published by the BOD.

Section 3.2 Election of Directors

Election of Directors shall be held at the Annual Fall Membership Meeting. The meeting notice shall include the names of nominated candidates and which position each is seeking.

A quorum is required to hold elections. Proxy votes are included from the attainment of a quorum. Additional nominations (seconded) may come from the floor.

Section 3.3 Removal of Officer

Any officer of the BOD may be removed from office by a two-thirds majority vote of the membership present and voting at any general membership meeting called for that purpose. Proxy votes are excluded.

Section 3.4 Directors Compensation

Members of the BOD shall be entitled to receive compensation for their services as Directors only if listed as a line item in the annual budget, and approved by the membership.

Section 3.5 Board of Directors General Responsibilities

1. Transact all Corporation business and make and amend the Rules of the Corporation.
2. Appoint and remove agents or employees as necessary, and fix their duties.
3. Approve proposed membership applications.
4. Fix and impose penalties for violations of these by-laws and Rules of the Corporation.
5. Establish policy and programs pertinent to the Corporation, and the use of Corporation property.
6. Prepare the annual budget.
7. Call general and special meetings of the Corporation
8. Designate the institutions in which the funds of the Corporation shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of obligations of the Corporation shall be executed.

Section 3.6 Board of Directors General Authority and Limitations

The BOD receives its authority from these by-laws and as directed by the general membership. Only a majority of all the members of the BOD may commit the Corporation to any agreement. However, the following specific limitations shall apply:

1. The BOD may not borrow or pledge the credit of the Corporation or expend in excess of \$5000.00 without approval of the membership.
2. The BOD may not sell or otherwise dispose of any fixed assets of the Corporation valued in excess of \$1000.00 without approval of the membership.
3. The aggregate bond principal must be maintained in liquid assets.
4. A vote to borrow, pledge, or otherwise dispose of the aggregate bond principal, except for the redemption of bonds (as defined in Section 6.10), may only occur at a membership meeting called for that purpose. Approval will require a four-fifths majority vote. This by-law is not intended to restrict the BOD from its normal managing and investing the aggregate bond principal.

Section 3.7 Standing Committees

The following are the responsibilities of the permanent Standing Committees or the Board of Directors:

Finance

1. Preparation of Annual Budget.
2. Recommend Annual Dues.
3. Preparation and Monitoring of Control and Reporting Systems affecting all cash and inventory accounts.
4. Establish a chart of accounts in line with the control systems.
5. Fund Raising.

Planning

1. Identify and prioritize the goals of the Corporation.
2. Recommend improvements and expansion to the facility.
3. Review annually the By-Laws, Club Policies, etc., and determine the adequacy of same.
4. Review annually the Corporations operations and management and determine the effectiveness thereof.
5. Annually update the long term financial planning to achieve the goals of the Corporation.

Membership/Publicity

1. Membership recruitment
2. Organize and promote publicity.

Article 4: Officers

Section 4.0 Term of Office

Officers shall serve for a term of three (3) years, commencing November 15th, except the Vice-President who shall serve for one (1) year, automatically succeed to President for one (1) year, and then succeed to Past President for one (1) year. The Director of Operations shall serve a term of two years until 2009, where the term shall convert to a 3 year term. In this manner the Treasurer, Clerk and Director of Operations will have alternate terms.

Section 4.1 Elections

The Clerk, Treasurer and Director of Operations shall be elected in every third alternate year. The Vice President shall be elected every year.

Section 4.2 Unexpired Term

In the event any officer fails or ceases to serve prior to the expiration of his term, the directors shall immediately appoint a replacement from the eligible membership to serve only until such time as the next general membership meeting. At that time, the membership shall elect a replacement to serve for the duration of the unexpired term.

Section 4.3 Duties and Responsibilities

The officers of the Corporation and their duties and responsibilities are as hereafter set forth:

President - The President shall preside at all meetings of the Corporation. The President shall be responsible for the day to day operations of the facility. He/she shall hire, subsequent to approval of the directors, the facility manager, and delegate to the manager such duties and responsibilities as listed in the approved job description. Subject to approval by the board, the President shall implement the resolutions of all operational committees.

Vice President - The Vice-President, in the absence or disability of the President shall act in his stead. The Vice-President as a representative of the President is an ex-officio voting member of all standing committees. The Vice-President shall be responsible for the staffing and coordination of all operational committees. In coordination with the BOD, the Vice-President shall create those Operational committees needed to plan and support club activities. The Vice-President shall be ex-officio, a member of all operational committees.

Clerk - The clerk shall keep the corporate minutes and other records in accordance with the laws of the commonwealth. The clerk shall send out notices of the meetings of the Corporation and maintain an up to date list of the members and their addresses, phone numbers, and email addresses.

Treasurer - The treasurer shall attend to keeping the accounts of the Corporation, collecting its revenues, and paying its bills as approved by the BOD. He/she shall ensure that funds of the Corporation are deposited in the name of the Corporation as may be designated by the board. He shall be ex-officio a member of the finance committee, and shall be responsible for invoicing members of the Corporation.

Director of Operations – The Director of Operations (DOO) shall be responsible for the day to day facilities management of the club. The DOO shall coordinate, subsequent to the approval of the directors, with the facility manger on planning and purchasing club upgrades to include but not be limited to: furniture, electrical and plumbing, long term budget planning and general club operations.

Past President - The Past President shall support the President in the exercise of his office and shall be ex-officio, a member of the Planning committee and the Finance committee

Article 5: Meetings

Section 5.0 Board of Directors

The Board of Directors shall meet at least six (6) times annually and at such other times and intervals as deemed necessary.

Section 5.1 Special BOD Meetings

Special meetings of the BOD may be called by the President or shall be called by the Clerk upon request of two members of the board.

Section 5.2 Notice of BOD Meetings

Notice of BOD meetings shall be made to each Director at least five days prior to the date of the meeting.

Section 5.3 Directors Proxy

Any Director who is unable to attend a regular or special BOD meeting may submit a vote by written proxy. The proxy vote must identify the specific issue before the board.

Section 5.4 Absentee Director

Any director absent for two consecutive regular BOD meetings without reasonable excuse may be removed from office.

Section 5.5 General Membership Meetings

There shall be two (2) general membership meetings of the Corporation, to be held in spring and fall. The time and place of meetings shall be determined by the Board of Directors. These meetings shall be held for the following purposes, as well as for the transaction of such other business as may be indicated in the notice or may be brought before it.

1. The spring meeting shall be for the purpose of presenting the next year fiscal budget, and committee reports.
2. The fall meeting shall be for the purpose of electing officers and presenting year end fiscal reports.
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Section 5.6 Notice of General Membership Meetings

The notice of General Membership meetings shall be given by the clerk to the general membership at least fifteen (15) days prior thereto. Whenever notice is required, the mailing of such notices to the last known address of the member shall constitute notice. BOD may use electronic means to provide notice of meetings to include: web site and email.

Section 5.7 Agenda for General Membership Meetings

The agenda for all General Membership meetings shall be established by the BOD and listed in the notice of the meeting. Ten bond owning members may, however, insert an article on the agenda by petitioning the BOD prior to mailing of said notice. Petitions must be submitted in writing to PO Box 13, Chelmsford, Ma 01824 and signed by all ten petitioners.

Section 5.8 Special Meetings

1. Special meetings of the corporation may be called by the BOD or upon written request of ten bond owning members. The request by the members must include the purpose of the meeting. Petitions must be submitted in writing to PO Box 13, Chelmsford, Ma 01824 and signed by all ten petitioners. Such meetings shall be held within fifteen (15) days of notification to the Clerk.

2. Special meetings of the Corporation shall be held with a minimum of five (5) days notice to the membership. The notice shall state the purpose of the meeting, and no other business shall be transacted thereat.

Section 5.9 Proxies for Membership Meetings

Proxy vote can be exercised only by written proxy obtained from the Clerk and returned to the Clerk via mail to the corporation's mailing address at least twenty-four (24) hours prior to the time of the meeting. The proxy must identify the specific issues before the membership meeting.

Section 5.10 Quorum for Membership Meetings

Five percent of the active bond holding membership units present in person or by proxy, excluding members of the BOD, shall constitute a quorum.

Section 5.11 Minutes of Membership Meeting

The Clerk shall make minutes of General Membership meetings available to the membership.

Article 6: Financial

Section 6.0 Tax and Accounting Fiscal Period

The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.

Section 6.1 Financial Reports

The treasurer shall prepare annual financial reports showing the income and disbursements of the Corporation. All financial books and records of the corporation shall be made available to any bonded member within 10 days upon receipt of written request.

Section 6.2 Annual Dues and Fees

Annual dues and fees shall be established by the annual budget. Dues will be at least sufficient to provide for the necessary operating expenses of the Corporation and the proper maintenance and improvement of its property and expansion of swim and tennis activities.

Section 6.3 Assessments

No other assessment shall be levied except by a two-thirds vote of the membership present and voting, and then only when the meeting notice has stated this assessment. Proxy votes are excluded.

Section 6.4 Refunds

Neither dues nor part thereof shall be refunded in the event that facility operations are suspended for any period.

Section 6.5 Charges and Liabilities

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by themselves or their guests to whom the privileges of the Corporation shall have been extended.

Section 6.6 Invoices

Upon receipt of invoice, dues shall be payable in one installment, by March 15.

Section 6.7 Failure to Pay

No member may use the Corporation facilities if payments are in arrears. Any bond owning member who has not requested to be placed upon in-active status, who fails to pay before the date membership fees are due as set by the BOD, shall forfeit membership in the Corporation. All liabilities to the Corporation incurred by this member that are outstanding shall be deducted from the bond. Any seasonal member who fails to pay before the date membership fees are due as set by the BOD, shall forfeit membership in the Corporation.

Section 6.8 Membership Card

The Clerk shall, upon payment of dues, issue a membership card.

Section 6.9 Corporate Bonds

Shares in the Corporation (Bonds) will be sold for an amount to be determined by the BOD at times deemed to be advisable for the best interest of the Corporation.

Section 6.10 Redemption of Bonds

The bond of any member, whose membership shall cease or be terminated, shall be endorsed and presented to the Corporation at its business address for redemption. Within 21 days of receipt, the Corporation must pay the member the bond principal less any amount due the Corporation by the member.

1. In the event the Corporation is unable to obtain possession of the bond, the bond may be cancelled on the Corporation books ten days after notice to the bondholder has been sent by registered mail.
2. In order to enforce forfeiture of membership, neither the delivery of the bond, nor the signature of the holder is requisite to perfect the transfer. The Treasurer may for such purposes act as the holder's attorney and affect such transfer.
3. In the event the member is unable to endorse and present the bond for redemption to the Corporation, the member must submit in writing to the Corporation at its business address a notice of termination of membership and demand for redemption of bond principal (Notice) stating the member is unable to locate and obtain possession of the bond. Within 21 days of receipt of the Notice from the member, the Corporation must cancel the bond on the Corporations books and pay the member the bond principal less any amount due the Corporation by the member.

Section 6.11 Sale of Bonds

Members who resign from the Corporation may not, at their option, sell their bonds privately. Bonds will be redeemed for the value of said bond when it was issued. BOD reserves the right to raise the bond fee at any time after such change is approved at a General Membership meeting.

Article 7: Dissolution

Section 7.0 Vote to Dissolve

If deemed advisable by a three-quarters vote of the membership present and voting at a membership meeting, where notice of possible dissolution has been made at least thirty days prior to said meeting, the Corporation may be dissolved pursuant to the applicable provisions of the Corporations laws of the Commonwealth of Massachusetts. Notice of meeting to vote on dissolution must be sent by certified mail, with return receipt requested, at least 30 days prior to the meeting. Proxy votes are excluded.

Section 7.1 Disposal of Assets

Upon dissolution of the Corporation, the BOD shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation. If there be money or property remaining after satisfaction of all corporate debts, including all bonds of the Corporation, such excess money and property shall be distributed to the bond owning members as of the date of dissolution.

Section 7.2 Bond Owning Members

Bond owning members in section 7.1 shall be defined as members who have fully paid bonds. A bond-owning member who has requested (in writing) to be placed on the resignation list, and has therefore forfeited membership in the corporation shall not be considered a bond-owning member.

Article 8: Amendments

Section 8 Revisions of By-Laws

- These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the membership (Provided notice of the proposed change is given at least 15 days prior to such meeting) by a two-thirds vote of the membership present and voting. Proxy votes are excluded.
- Changes may be proposed by the BOD or by a petition of ten bond owning members.
- The BOD shall appoint a committee to review these bylaws every five (5) years or sooner as may be necessary.